



August 26, 1998

RECORDATION NO. 20971-A FILED

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

AUG 28 '98

9-48AM

Dear Janice,

Enclosed is an original plus 2 copies, all notarized for the following.

All transactions between The Cit Group/Equipment Financing Inc. and Archer Daniels Midland Company.

- 1) Memorandum of Lease Extension dated 8/4/98
- 2) Memorandum of Lease Extension dated 8/4/98
- 3) Memorandum of Railcar Lease dated 8/11/98

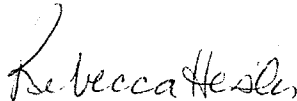
Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,



Rebecca Heisler
Administrator

enclosure

AUG 28 '98

9-48AM

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF LEASE EXTENSION dated as of this 4th day of August, 1998, is made by Archer Daniels Midland Company, a Delaware corporation, with an address at 4666 Faries Parkway, P.O. Box 1470, Decatur, IL 62525 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of August 4, 1998 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of August 29, 1997 (the "Lease");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]
Name: Lawrence Littlefield
Title: Vice President

ARCHER DANIELS MIDLAND COMPANY,

By: [Signature]
Name: Randy Newmyer
Title: Vice President-Rail Transportation

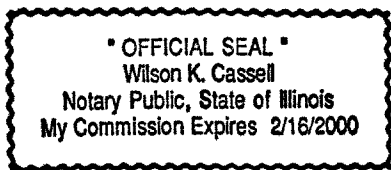
STATE OF)

COUNTY OF)

SS:

On this 21st day of July, 1998 before me personally appears Gandy Neumayer, to me personally known, who by me duly sworn, says that he/she is the Vice President-Rail Transportation of ARCHER DANIELS MIDLAND COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Wilson K. Cassell
Notary Public

[SEAL]

My Commission expires: 2/16/2000

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS:

On this 4th day of AUGUST, 1998 before me personally appears LAWRENCE E. LITTLEFIELD, to me personally known, who by me duly sworn, says that he/she is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1998

Schedule A

Number of Cars and Car Description

Car Mark and Numbers

120 5150 c.f. Capacity Covered Hopper Cars

See Schedule A attached

SCHEDULE A

1	CEFX 10210	41	CEFX 10255	81	CEFX 10431
2	CEFX 10211	42	CEFX 10256	82	CEFX 10432
3	CEFX 10212	43	CEFX 10257	83	CEFX 10433
4	CEFX 10213	44	CEFX 10258	84	CEFX 10434
5	CEFX 10214	45	CEFX 10259	85	CEFX 10435
6	CEFX 10215	46	CEFX 10260	86	CEFX 10436
7	CEFX 10216	47	CEFX 10261	87	CEFX 10437
8	CEFX 10217	48	CEFX 10262	88	CEFX 10438
9	CEFX 10218	49	CEFX 10263	89	CEFX 10439
10	CEFX 10219	50	CEFX 10264	90	CEFX 10440
11	CEFX 10220	51	CEFX 10265	91	CEFX 10441
12	CEFX 10221	52	CEFX 10266	92	CEFX 10442
13	CEFX 10222	53	CEFX 10268	93	CEFX 10443
14	CEFX 10223	54	CEFX 10269	94	CEFX 10444
15	CEFX 10224	55	CEFX 10270	95	CEFX 10445
16	CEFX 10225	56	CEFX 10390	96	CEFX 10446
17	CEFX 10226	57	CEFX 10391	97	CEFX 10447
18	CEFX 10227	58	CEFX 10392	98	CEFX 10448
19	CEFX 10228	59	CEFX 10393	99	CEFX 10449
20	CEFX 10229	60	CEFX 10394	100	CEFX 10450
21	CEFX 10230	61	CEFX 10395	101	CEFX 10451
22	CEFX 10231	62	CEFX 10396	102	CEFX 10452
23	CEFX 10232	63	CEFX 10397	103	CEFX 10453
24	CEFX 10233	64	CEFX 10398	104	CEFX 10454
25	CEFX 10237	65	CEFX 10399	105	CEFX 10455
26	CEFX 10238	66	CEFX 10400	106	CEFX 10456
27	CEFX 10241	67	CEFX 10401	107	CEFX 10467
28	CEFX 10242	68	CEFX 10402	108	CEFX 10469
29	CEFX 10243	69	CEFX 10403	109	CEFX 10470
30	CEFX 10244	70	CEFX 10409	110	CEFX 10471
31	CEFX 10245	71	CEFX 10411	111	CEFX 10472
32	CEFX 10246	72	CEFX 10413	112	CEFX 10473
33	CEFX 10247	73	CEFX 10414	113	CEFX 10474
34	CEFX 10248	74	CEFX 10415	114	CEFX 10475
35	CEFX 10249	75	CEFX 10416	115	CEFX 10476
36	CEFX 10250	76	CEFX 10417	116	CEFX 10477
37	CEFX 10251	77	CEFX 10427	117	CEFX 10478
38	CEFX 10252	78	CEFX 10428	118	CEFX 10479
39	CEFX 10253	79	CEFX 10429	119	CEFX 10480
40	CEFX 10254	80	CEFX 10430	120	CEFX 10481